

**THIS INSTRUMENT PREPARED BY
AND WHEN RECORDED RETURN TO:**

Scott Young
Baker, Donelson, Bearman & Caldwell
2000 First Tennessee Building
Memphis, TN 38103
(901) 526-2000

Indexing Instructions:

Lot 2 of the Hewson-Olive Branch Distribution
Center located in the City of Olive Branch,
Mississippi and Being Part of the Southeast
Quarter, Section 24, Township 1 South, Page 6
West, DeSoto County, Mississippi

STATE MS.-DESOTO CO.
FILED

DEC 20 2 11 PM '99

WARRANTY DEED

State of Mississippi

County of DeSoto

BK 364 pg 606
W.E. DAVIS CH. CLK

THIS INDENTURE, made and entered into this 17th day of December, 1999, by and between **GILBERT A. ROBINSON, III**, Trustee of the Carl Gregory Robinson Living Trust dated April 10, 1998, as to an undivided twenty-five percent (25%) interest, **ROBINSON FAMILY INVESTMENTS, L.P.**, a Tennessee limited partnership, as to an undivided twenty-five percent (25%) interest, and **CENTRAL STATES INVESTMENT CO.**, a Tennessee corporation, as to an undivided fifty percent (50%) interest (collectively, "Grantor"), and **WILLIAMS-SONOMA, INC.**, a California corporation ("Grantee");

WITNESSETH: That for the consideration hereinafter expressed the said Grantor has bargained and sold and does hereby bargain, sell, convey and warrant unto the said Grantee the following described real estate, situated and being in County of DeSoto, State of Mississippi, to wit:

See Exhibit "A" attached hereto and incorporated herein by reference.

BEING a portion of the property conveyed to Grantor by Warranty Deeds dated August 1, 1978, December 30, 1996, and May 12, 1998, respectively, and recorded in Deed Book 135, Page 867; Deed Book 312, Page 162; and Deed Book 336, Page 196, respectively, in the Chancery Clerk's Office of DeSoto County, Mississippi.

TO HAVE AND TO HOLD the aforesaid real estate, together with all the appurtenances and hereditaments thereunto belonging or in any wise appertaining unto the said Grantee, its successors and assigns in fee simple forever.

THIS CONVEYANCE is made subject to the matters set forth in Exhibit "B" attached hereto and incorporated herein by reference.

THE CONSIDERATION for this conveyance is as follows: Ten Dollars (\$10.00) and other good and valuable consideration.

Gilbert A. Robinson, III, G.A. Robinson, III, and Bert Robinson, III are one and the same person.

WITNESS the signature of the said Grantor the day and year first above written.

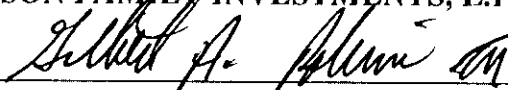
GRANTOR:



GILBERT A. ROBINSON, III, Trustee of the Carl Gregory Robinson Living Trust dated April 10, 1998

ROBINSON FAMILY INVESTMENTS, L.P.

By:



Gilbert A. Robinson, III, its sole general partner

CENTRAL STATES INVESTMENT CO.

By:

Title: President

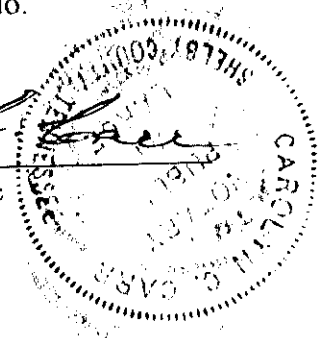
STATE OF TennesseeCOUNTY OF Shelby

Personally appeared before me, the undersigned Notary Public, in and for the said State and County, on this 17th day of December, 1999, within my jurisdiction, the within-named **GILBERT A. ROBINSON, III**, who acknowledged that he is Trustee of the Carl Gregory Robinson Living Trust dated April 10, 1998, and that in said representative capacity, he executed and delivered the above and foregoing instrument, after first having been duly authorized so to do.

Given under my hand and seal this 17th day of December, 1999.

My Commission Expires: My Commission Expires 8-29-2001

Notary Public

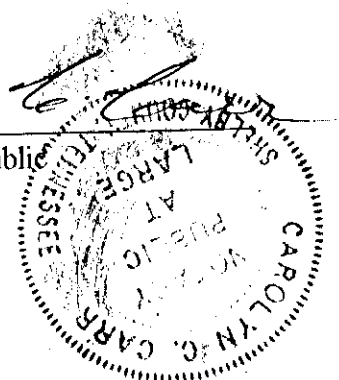
STATE OF TennesseeCOUNTY OF Shelby

Personally appeared before me, the undersigned Notary Public, in and for the said State and County, on this 17th day of December, 1999, within my jurisdiction, the within-named **GILBERT A. ROBINSON, III**, who acknowledged that he is the sole general partner of the Robinson Family Investments, L.P., a Tennessee limited partnership, and that for and on behalf of the said limited partnership, and as its act and deed, he executed and delivered the above and foregoing instrument, after first having been duly authorized by said limited partnership so to do.

Given under my hand and seal this 17th day of December, 1999.

My Commission Expires: My Commission Expires 8-29-2001

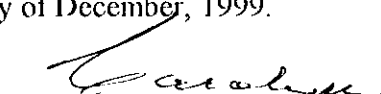
Notary Public



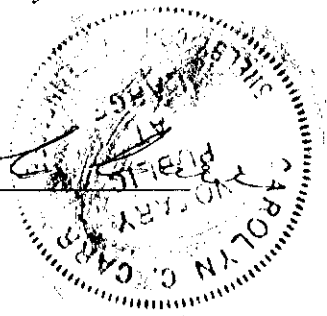
STATE OF TennesseeCOUNTY OF Shelby

Personally appeared before me, the undersigned Notary Public, in and for the said State and County, on this 17th day of December, 1999, within my jurisdiction, the within-named **LOUIS BAIONI**, who acknowledged that he is the President of Central States Investment Co., a Tennessee corporation, and that for and on behalf of the said corporation, and as its act and deed, he executed and delivered the above and foregoing instrument, after first having been duly authorized by said corporation so to do.

Given under my hand and seal this 17th day of December, 1999.


Notary Public

My Commission Expires: My Commission Expires 8-29-2001



GRANTEE'S MAILING ADDRESS:

3250 Van Ness Avenue
San Francisco, CA 94133
Attn.: Chief Administrative Officer
415-616-8764
N/A

GRANTOR'S MAILING ADDRESS:

3797 New Getwell Road
Memphis, TN 38118
(901) 368-1510
N/A

EXHIBIT "A"

LOCATED IN DESOTO COUNTY, MISSISSIPPI:

BEING LOT 2, HEWSON-OLIVE BRANCH DISTRIBUTION CENTER AS SHOWN ON FINAL PLAT OF RECORD AT BOOK 69, PAGES 33-34 IN THE OFFICE OF THE CHANCERY COURT CLERK OF DESOTO COUNTY, MS, AND BEING PART OF THE SOUTHEAST QUARTER OF THE SOUTHEAST QUARTER OF SECTION 24, TOWNSHIP 1 SOUTH, RANGE 6 WEST, DESOTO COUNTY, MS, AND BEING MORE PARTICULARLY DESCRIBED AS FOLLOWS:

COMMENCING AT THE SOUTHEAST CORNER OF SAID SECTION 24; THENCE S89°32'11"W ALONG THE SOUTH LINE OF SAID SECTION 24 DISTANCE OF 80.00 FEET TO A POINT ON THE WEST LINE OF POLK LANE (80.00 FOOT RIGHT-OF-WAY); THENCE N0°51'56"W ALONG THE WEST LINE OF SAID POLK LANE, SAID WEST LINE OF POLK LANE BEING 80.00 FEET WEST OF AND PARALLEL TO THE EAST LINE OF SAID SECTION 24, A DISTANCE OF 860.00 FEET TO A SET IRON PIN AT THE NORTHEAST CORNER OF LOT 1 OF THE HEWSON - OLIVE BRANCH DISTRIBUTION CENTER AS RECORDED IN PLAT BOOK 64, PAGE 34 AT THE DESOTO COUNTY COURT CLERKS OFFICE, SAID POINT BEING THE POINT OF BEGINNING; THENCE S89°13'30"W ALONG THE NORTH LINE OF SAID LOT 1 A DISTANCE OF 1965.03 FEET TO A SET IRON PIN AT THE NORTHWEST CORNER OF SAID LOT 1; THENCE N0°46'30"W A DISTANCE OF 1509.28 FEET TO A SET IRON PIN; THENCE N89°28'56"E A DISTANCE OF 1962.68 FEET TO A SET IRON PIN ON THE WEST LINE OF SAID POLK LANE; THENCE S0°51'56"E ALONG THE WEST LINE OF SAID POLK LANE A DISTANCE OF 51.97 FEET TO A SET IRON PIN; THENCE S89°08'04"W A DISTANCE OF 20.00 FEET TO A SET IRON PIN; THENCE S0°51'56"E A DISTANCE OF 20.00 FEET TO A SET IRON PIN; THENCE N89°08'04"E A DISTANCE OF 20.00 FEET TO A SET IRON PIN ON THE WEST LINE OF SAID POLK LANE; THENCE S0°51'56"E ALONG THE WEST LINE OF SAID POLK LANE A DISTANCE OF 1428.50 FEET TO THE POINT OF BEGINNING AND CONTAINING 2,954,935 SQUARE FEET OR 67.836 ACRES.

EXHIBIT "B"

1. 1999 City of Olive Branch and County of DeSoto, Mississippi *ad valorem* real property taxes, which Seller has agreed to pay.
2. 15' Utility Easement in favor of City of Olive Branch, Mississippi, running parallel with the west edge of the 80' road right-of-way for Polk Lane, recorded on August 25, 1998 at 1:04 p.m. in Book 338, Page 562, of the Land Deed Records, Chancery Clerk's Office, DeSoto County, Mississippi.
3. 15' Right-of-Way Easement in favor of North Central Mississippi Electric Power Association, running parallel with the west edge of the 80' road right-of-way for Polk Lane, recorded on August 25, 1998 at 1:03 p.m. in Book 338, Page 559, of the Land Deed Records, Chancery Clerk's Office, DeSoto County, Mississippi.
4. Subdivision Restrictions, Building Lines and Easements recorded on December 7, 1999 at 3:40 p.m. in Plat Book 69, Pages 33-34, of the Chancery Court Clerk's Office, DeSoto County, Mississippi.
5. 10' Construction Easement in favor of DeSoto County, Mississippi, running parallel with the west edge of the 80' road right-of-way for Polk Lane, recorded on July 13, 1999 at 9:03 a.m. in Book 355, Page 516, of the Land Deed Records, Chancery Clerk's Office, DeSoto County, Mississippi.
6. Existing zoning ordinances and regulations of City of Olive Branch and DeSoto County, Mississippi.
7. 50' Building Setback Line running along the eastern boundary of the property; 25' Building Setback Lines running along the northern and southern boundary of the property; 20' Building Setback Line running along the western boundary of the property; 5' Utility Easements running along the northern and southern boundary of the property; 10' Utility Easement running along the western boundary of the property, all located as shown on that certain survey dated December 7, 1999, designated Job No. 99-0831, and prepared by Reaves, Sweeny, Marcom Incorporated.